



GKN plc
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OFFICE OF INTERNATIONAL
CORPORATE FINANCE

1 March 2006

The United States Securities and Exchange Commission

Exemption File 82-5204

Division of Corporate Finance

Room 3094 (3-6)

450 5th Street

Northwest

Washington DC 20549

USA



06011613

SUPPL

Dear Sirs,

Dev GKN PLC

GKN plc – Holdings in Company

For your information I enclose a copy of the above announcement which was released today.

Yours faithfully,

S. De Ritter

Sandie De Ritter

Enc

PROCESSED

MAR 14 2006

THOMSON
FINANCIAL

Dev 2/13

NOTIFICATION OF MAJOR INTERESTS IN SHARES

All relevant boxes should be completed in block capital letters.

1. Name of <i>listed company</i> GKN PLC		2. Name of shareholder with a major interest FRANKLIN RESOURCES INC.	
3. Please state whether notification indicates that it is regarding the holding of the shareholder named in 2 above; in respect of a non-beneficial interest; or in the case of an individual holder if it is a holding of that <i>person's</i> spouse or children under the age of 18 SHAREHOLDER NAMED IN 2.		4. Name of the registered holder(s) and, if more than one holder, the number of <i>shares</i> held by each of them Bank of New York – 1,006,212 JP Morgan/Chase – 60,703,565 Citibank – 901,086 Clydesdale Bank plc – 2,199,430 Euroclear – 93,690 HSBC Bank plc – 889,136 Mellon Bank – 3,159,334 Merrill Lynch Intl Ltd – 2,121,840 Northern Trust Company – 1,641,255 Royal Trust Corp of Canada – 7,635,507 State Street Nominees Limited – 5,380,597	
5. Number of <i>shares</i> /amount of stock acquired N/A	6. Percentage of issued <i>class</i> (any <i>treasury shares</i> held by the <i>listed company</i> should not be taken into account when calculating percentage) N/A	7. Number of <i>shares</i> /amount of stock disposed NOT KNOWN	8. Percentage of issued <i>class</i> (any <i>treasury shares</i> held by the <i>listed company</i> should not be taken into account when calculating percentage) NOT KNOWN
9. <i>Class of security</i> ORDINARY SHARES OF 50P EACH		10. Date of transaction NOT KNOWN	11. Date <i>listed company</i> informed 28 TH FEBRUARY 2006
12. Total holding following this notification 85,731,652		13. Total percentage holding of issued <i>class</i> following this notification (any <i>treasury shares</i> held by the <i>listed company</i> should not be taken into account when calculating percentage) 11.98%	
14. Any additional information DECREASE IN NOTIFIABLE INTEREST PREVIOUSLY DISCLOSED AT 12% LEVEL		15. Name of contact and telephone number for queries CHRISTOPHER WINTERS – 01527 533383	
16. Name and signature of duly authorised officer of the <i>listed company</i> responsible for making this Notification CHRISTOPHER WINTERS SENIOR SECRETARIAL ASSISTANT Date of notification : 1 ST MARCH 2006			